

RECORDATION NO. 20312-LL  
FILED

JUL 03 '09 -8 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

July 9, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of July 2, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 20312.

The names and addresses of the parties to the enclosed document are:

Assignor: SCC SPV II, LLC (as assignee of Southern  
Capital Corporation)  
Rodney Square North  
1100 North Market Street  
Wilmington, DE 19890-0001

Assignee: Midwest Railcar Corporation  
4949 Autumn Oaks Drive  
Maryville, IL 62062

Anne K. Quinlan, Esquire  
July 9, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

96 boxcars within the series ATW 14000 - ATW 14049 and ATW 35010 - ATW 35881 as more particularly set forth in the equipment schedule attached to the document.

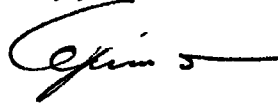
A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

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## SURFACE TRANSPORTATION BOARD

## MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT is dated as of July 2, 2009, by and between SCC SPV II LLC, a New York corporation, as assignee of Southern Capital Corporation ("Assignor"), and Midwest Railcar Corporation, an Illinois corporation ("Assignee").

## WITNESSETH:

1. Assignor, as lessor, entered into that certain Assignment and Assumption and Amended and Restated Master Lease Agreement (Southern Capital Trust II 2002-1)) dated as of June 25, 2002 (the "Master Lease"), and that certain Lease Supplement No. 13 thereto dated as of June 30, 2009 (together with the Master Lease, the "Lease"), with The Kansas City Southern Railway Company, as lessee, for certain railcars described in Exhibit A attached hereto (the "Railcars").


2. Assignor and Assignee have entered into that certain Assignment and Assumption Agreement dated as of June 30, 2009, which is evidenced by this Memorandum of Assignment and Assumption Agreement with respect to the Lease and the Railcars.

3. This Memorandum of Assignment and Assumption Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

[signatures appear on following page]

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Assumption Agreement to be executed by their duly authorized officers as of the date first written above.

SCC SPV II LLC,  
as Assignor

By:   
Name: Tira L. Johnson  
Title: Vice President

Midwest Railcar Corporation,  
as Assignee

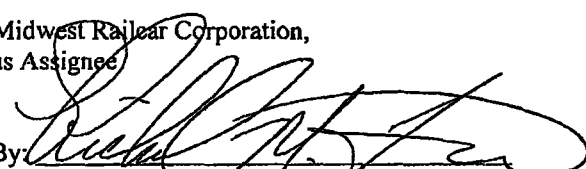
By: \_\_\_\_\_  
Name: Richard M. Folio  
Title: Executive Vice President

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Assumption Agreement to be executed by their duly authorized officers as of the date first written above.

SCC SPV II LLC,  
as Assignor

By: \_\_\_\_\_  
Name:  
Title:

Midwest Railcar Corporation,  
as Assignee

By:   
Name: Richard M. Folio  
Title: Executive Vice President

State of De

County of New Castle

On June 6, 2009 before me, Vernessa E. Robinson, Notary Public, personally appeared Tina L. Johnson personally known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

Vernessa E. Robinson

Notary Public

My Commission expires: \_\_\_\_\_

VERNESSA E. ROBINSON  
Notary Public - State of Delaware  
My Comm. Expires Oct. 26, 2010



State of Maryland     )  
                                  )  
City of Baltimore     )

On June 29, 2009 before me, Henryka W. Gryc Craig, Notary Public, personally appeared Richard M. Folio, personally known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

HENRYKA W. GRYC CRAIG  
NOTARY PUBLIC STATE OF MARYLAND  
County of Baltimore  
My Commission Expires September 20, 2005

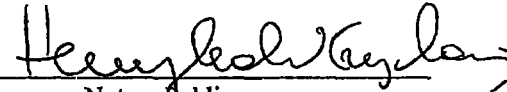
  
Notary Public  
My Commission expires: 9/1/09

EXHIBIT A

**DESCRIPTION OF CARS:**

50' 70-ton Plate B boxcars

**QUANTITY:**

Ninety-six (96)

**REPORTING MARKS AND IDENTIFYING NUMBERS:**

	<u>Car Number</u>		<u>Car Number</u>		<u>Car Number</u>
1	ATW 014000	33	ATW 014033	65	ATW 035029
2	ATW 014001	34	ATW 014034	66	ATW 035030
3	ATW 014002	35	ATW 014035	67	ATW 035031
4	ATW 014003	36	ATW 014036	68	ATW 035034
5	ATW 014004	37	ATW 014037	69	ATW 035035
6	ATW 014005	38	ATW 014038	70	ATW 035036
7	ATW 014006	39	ATW 014039	71	ATW 035037
8	ATW 014007	40	ATW 014040	72	ATW 035038
9	ATW 014008	41	ATW 014041	73	ATW 035040
10	ATW 014009	42	ATW 014042	74	ATW 035041
11	ATW 014011	43	ATW 014043	75	ATW 035042
12	ATW 014012	44	ATW 014044	76	ATW 035043
13	ATW 014013	45	ATW 014045	77	ATW 035044
14	ATW 014014	46	ATW 014046	78	ATW 035045
15	ATW 014015	47	ATW 014047	79	ATW 035046
16	ATW 014016	48	ATW 014048	80	ATW 035047
17	ATW 014017	49	ATW 014049	81	ATW 035048
18	ATW 014018	50	ATW 035010	82	ATW 035049
19	ATW 014019	51	ATW 035013	83	ATW 035050
20	ATW 014020	52	ATW 035014	84	ATW 035051
21	ATW 014021	53	ATW 035015	85	ATW 035052
22	ATW 014022	54	ATW 035016	86	ATW 035053
23	ATW 014023	55	ATW 035017	87	ATW 035054
24	ATW 014024	56	ATW 035018	88	ATW 035055
25	ATW 014025	57	ATW 035019	89	ATW 035056
26	ATW 014026	58	ATW 035020	90	ATW 035057
27	ATW 014027	59	ATW 035021	91	ATW 035875
28	ATW 014028	60	ATW 035022	92	ATW 035876
29	ATW 014029	61	ATW 035023	93	ATW 035877
30	ATW 014030	62	ATW 035024	94	ATW 035879
31	ATW 014031	63	ATW 035025	95	ATW 035880
32	ATW 014032	64	ATW 035028	96	ATW 035881



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

7/9/09



\_\_\_\_\_  
Robert W. Alvord